

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re CHINA NORTH EAST PETROLEUM HOLDINGS	)	10-cv-04577-MGC
LIMITED SECURITIES LITIGATION	)	
	)	ECF Case
THIS DOCUMENT RELATES TO:	)	
ALL ACTIONS	)	
_____	<b>X</b>	

**DECLARATION OF KATHERINE H. WORDEN, ESQ. IN SUPPORT OF  
ROBERT C. BRUCE'S MOTION TO DISMISS CONSOLIDATED CLASS ACTION  
COMPLAINT**

I, KATHERINE H. WORDEN, ESQ., declare as follows:

1. I am an associate with the firm of Debevoise & Plimpton LLP, which represents defendant Robert C. Bruce in this matter. I am admitted to practice before this Court. I submit this Declaration in support of Robert C. Bruce's Motion to Dismiss the Consolidated Class Action Complaint to provide the Court with copies of certain documents of which it may take judicial notice.

2. **Exhibit A** is a true and accurate copy China North 's Code of Conduct, adopted on August 5, 2008 (available at [http://cneh.irpage.net/documents/Code\\_of\\_Conduct.pdf](http://cneh.irpage.net/documents/Code_of_Conduct.pdf)).

[Remainder of page intentionally left blank]

3. **Exhibit B** is a true and accurate copy of China North's 2008 10-K Annual Report, filed March 30, 2009.

\* \* \* \* \*

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
April 11, 2011

/s/ Katherine H. Worden

KATHERINE H. WORDEN  
Debevoise & Plimpton LLP  
919 Third Ave.  
New York, New York  
(212) 909-6000 (phone)  
(212) 909-6836 (fax)  
khworden@debevoise.com

*Attorneys for Defendant Robert C. Bruce*